



1341 West Mockingbird Lane • Dallas, Texas 75247 • 972.647 6700 • www.txi.com

September 16, 2009

Anne K. Quinlan
Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, DC 20423-0001

RECORDATION NO. 24049-A FILED

SEP 28 '09

3-15 PM

SURFACE TRANSPORTATION BOARD



Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of U.S.C. Section 11301(a) are two copies of a Notice of Termination of Lease, dated as of August 24th 2009 a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Lease previously file with the Board under Recordation Number 24049.

The name and address of the party to the enclosed document are:

Lessor: Wells Fargo Equipment Finance, Inc.
733 Marquette Avenue
Minneapolis, MN 55402

Lessee: TXI Operations, LP
1341 West Mockingbird Lane
Dallas, TX 75247

A description of the rail equipment covered by the enclosed documents is:

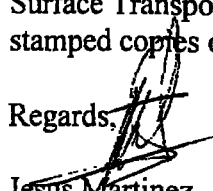
Ninety (90) Steel Aggregate railcars manufactured by Johnstown America Corporation bearing the following marks: TXIX2001 through, and including TXIX2090

A short summary of the document to appear in the index is:

Notice of Termination of Lease

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return stamped copies of the enclosed documents to the undersigned.

Regards,


Jesus Martinez
Texas Industries

WELLS
FARGO

Wells Fargo Equipment Finance, Inc.
733 Marquette Avenue, Suite 700
Minneapolis, MN 55402

RECORDATION NO. 24049-A FILED

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3:15 PM

FULL RELEASE

SURFACE TRANSPORTATION BOARD

KNOW ALL MEN BY THESE PRESENTS: Wells Fargo Equipment Finance, Inc. hereby releases all of its right, title and interest in and to the railcars more specifically described as:

Ninety (90) New Steel Aggregate Railcars manufactured by Johnstown America Corporation bearing the following marks: TXIX 2001 through, and including TXIX 2090

The primary document(s) to which this FULL RELEASE relates, are between Wells Fargo Equipment Finance, Inc. (Assignee) and TXI Operations, L.P., (Assignor), were recorded with the Surface Transportation Board, under Recordation Number 24049 dated July 26, 2002.

IN WITNESS WHEREOF, Wells Fargo Equipment Finance, Inc., has hereunto set its name, by its proper office thereunto duly authorized, this 24th day of August, 2009.

WELLS FARGO EQUIPMENT FINANCE, INC.

By: A. Valera

STATE OF Minnesota
County of Hennepin ss

On this 24th day of August, 2009, personally appeared Arianna Valera, to me personally known, who, being duly sworn, did say that she is the Sr. ASR of Wells Fargo Equipment Finance, and that said instrument was signed by authority of its board of directors, and she acknowledged said instrument to be the free act and deed of said corporation.

BEFORE ME:

Nathan George Titus
Notary Public



Bill of Sale

For Valuable Consideration, Wells Fargo Equipment Finance, Inc., a Minnesota corporation (the "Seller"), hereby sells to:

TXI Operations, L.P.

("the Buyer"), all of the property (the "Goods") described as follows:

**Ninety (90) New Steel Aggregate Railcars manufactured by Johnstown America Corporation
bearing the following marks: TXIX 2001 through, and including TXIX 2090**

The Seller warrants that it is the owner of the Goods free and clear of any liens and security interests created by the Seller. Date of sale July 1, 2008. Sale price \$3,480,357.00.

Except as set forth in the preceding paragraph, the Seller makes no representation or warranty of any kind, including but not limited to any representation or warranty regarding the existence, condition or location of the Goods (whether or not any Exhibit A indicates that the Goods are located in any particular place) and any implied or express warranty of merchantability or fitness for a particular purpose. *All of the Goods are sold AS IS and WHERE IS*

IN NO EVENT SHALL THE SELLER BE LIABLE FOR ANY INCIDENTAL OR CONSEQUENTIAL DAMAGES OF ANY KIND, WHETHER FOR BREACH OF ANY WARRANTY, FOR BREACH OR REPUDIATION OF ANY OTHER TERM OR CONDITION OF SALE, FOR NEGLIGENCE, ON THE BASIS OF STRICT LIABILITY, OR OTHERWISE.

By accepting this Bill of Sale, the Buyer agrees that it shall pay all sales, excise, use or other taxes applicable to the sale of goods hereunder (other than taxes based on the net income of the Seller)

IN WITNESS WHEREOF, the Seller has executed this Bill of Sale as of the

24th Day of August, 2009

WELLS FARGO EQUIPMENT FINANCE, INC.

By: A. Valera

Printed Name: Arianna Valera

Title: Sr. ASR

**OSTER
Researching Services**

12897 Colonial Dr. • Mt. Airy, Md. 21771
Phone: 301-253-6040
Fax: 301-253-6040*

July 26, 2002

Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423

RECORDED *24049* FILED
JUL 26 02 9-28 AM
SURFACE TRANSPORTATION BOARD

Dear Sir:

Enclosed for recording with the Surface Transportation Board is a Memorandum of Railcar Lease Agreement dated 7/18/02 involving the following parties:

Lessor: Wells Fargo Equipment Finance, Inc.
733 Marquette Avenue
Minneapolis, MN 55402

Lessee: TXI Operations, LP
1341 West Mockingbird Lane
Dallas, TX 75247

Equipment: 90, Steel Aggregate Railcars
TXIX 2001-2090

Please record this agreement as a primary document. The filing fee of \$30 is enclosed.

Summary: Memorandum of Railcar Lease Agreement 7/18/02 between Wells Fargo Equipment Finance, Inc. as Lessor and TXI Operations, LP as Lessee including 90, Steel Aggregate Railcars, TXIX 2001-2090.

Sincerely,

Mary Ann Oster
Mary Ann Oster
Research Consultant

RECORDATION NO. 24049 FILED

JUL 26 02 9-28 AM

MEMORANDUM OF RAILCAR LEASE AGREEMENT

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF RAILCAR LEASE AGREEMENT is made and entered into as of July 18, 2002 by and between Wells Fargo Equipment Finance, Inc., a Minnesota corporation ("Lessor") and TXI Operations, LP, a Delaware Limited Partnership ("Lessee"), with reference to the following:

1. Lessor has agreed to lease to Lessee, and Lessee has agreed to lease from Lessor various railcars pursuant to one or more Supplements to the Lease to be entered into by Lessor and Lessee from time to time, all as more particularly described in that certain Railcar Master Lease Agreement No 98521 dated as of July 18, 2002 between Lessor and Lessee (hereinafter referred to as the "Lease").

2. Pursuant to Supplement No. 98521-100 to the Lease, Lessor has agreed to lease to Lessee and Lessee has agreed to lease from Lessor ninety (90) steel aggregate railcars bearing reporting marks and numbers indicated on Schedule A hereto, all as more particularly described in the Lease.

3. The Lease shall be effective as of the execution date thereof and shall be subject to the terms of the Lease, as provided therein.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Railcar Lease Agreement to be executed as of the date first above written.

LESSOR: Wells Fargo Equipment Finance, Inc. LESSEE: TXI Operations, LP

By: TXI Operating Trust,
General Partner

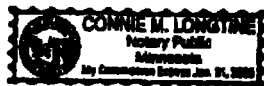
By: [Signature]
Name: D. Steven J. Bachman
Title: VP

By: [Signature]
Name: * Kenneth R. Allen
Title: * VP and Treasurer

STATE OF MINNESOTA
COUNTY OF HENNEPIN

On this 23 day of July, 2002 before me personally appeared,
Sheryl L. Boehm to me personally known, who being by me
duly sworn, says that s/he is the AVP of Wells Fargo Equipment Finance,
Inc., a Minnesota corporation, that said instrument was signed on behalf of said
corporation, and s/he acknowledged that the execution of the foregoing instrument was
the free act and deed of said corporation.

[Seal]



Connie M. Longenecker
Notary Public

My commission expires: January 31, 2005

STATE OF Texas
COUNTY OF Dallas

On this 19th day of July, 2002, before me personally appeared,
Kurt R. Allen to me personally known, who being by me duly
sworn, says that s/he is the Vice President of TXI Operating Trust, a Delaware Business
Trust and sold general partner of TXI Operations, LP, a Delaware limited partnership,
that said instrument was signed on behalf of said limited partnership, and s/he
acknowledged that the execution of the foregoing instrument was the free act and deed of
said limited partnership.

[Seal]



Thayne L. Henshaw
Notary Public

My commission expires: January 8, 2006

**SCHEDULE A TO
MEMORANDUM OF RAILCAR LEASE AGREEMENT NO. 98521-100
DATED AS OF JULY 18, 2002**

Ninety (90) new steel aggregate railcars manufactured by Johnstown America Corporation
bearing the following marks:

TXIX 2001 through, and including TXIX 2090